

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2007

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2007, or tax year beginning

, and ending

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.Name of foundation  
The Frederic C. Hamilton Family  
Foundation

A Employer identification number

54-2099318

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

1560 Broadway Suite 2200

B Telephone number

(303) 863-3000

City or town, state, and ZIP code

Denver, CO 80202

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

\$ 41,680,428. (Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

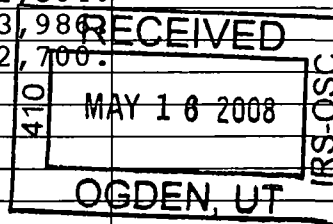
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	328,772.	328,772.		Statement 2
4 Dividends and interest from securities	237,251.	237,251.		Statement 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	839,152.			Statement 1
b Gross sales price for all assets on line 6a	2,806,152.			
7 Capital gain net income (from Part IV, line 2)		2,771,784.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	207,588.	207,588.		Statement 4
12 Total. Add lines 1 through 11	1,612,763.	3,545,395.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees Stmt 5	82,304.	82,304.		0.
17 Interest	3,986.	3,986.		0.
18 Taxes Stmt 6	84,405.	2,700.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	170,695.	88,990.		0.
25 Contributions, gifts, grants paid	2,048,559.			2,048,559.
26 Total expenses and disbursements. Add lines 24 and 25	2,219,254.	88,990.		2,048,559.
27 Subtract line 26 from line 12	<606,491.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		3,456,405.		
c Adjusted net income (if negative, enter -0-)			N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

Form 990-PF (2007)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<394,218.>	<270,697.>	<270,697.>
	2 Savings and temporary cash investments	8,125,473.	3,048,616.	3,048,616.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 7	16,338,836.	18,741,033.	29,989,840.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	5,686,415.	7,631,063.	8,912,669.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	29,756,506.	29,150,015.	41,680,428.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,756,506.	29,150,015.	
30 Total net assets or fund balances	29,756,506.	29,150,015.		
31 Total liabilities and net assets/fund balances	29,756,506.	29,150,015.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	29,756,506.
2 Enter amount from Part I, line 27a	2	<606,491.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	29,150,015.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,150,015.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> See Attached Statement			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 2,806,152.		34,368.	2,771,784.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			2,771,784.

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	2,771,784.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	<b>3</b>	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2006	1,728,286.	32,674,328.	.052894
2005	3,464,026.	22,880,322.	.151398
2004	1,451,165.	20,074,790.	.072288
2003	711,344.	19,052,272.	.037336
2002	3,494,365.	15,992,436.	.218501

<b>2</b> Total of line 1, column (d)	<b>2</b>	.532417
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.106483
<b>4</b> Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	<b>4</b>	37,785,699.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	4,023,535.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	34,564.
<b>7</b> Add lines 5 and 6	<b>7</b>	4,058,099.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	2,048,559.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	69,128.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	69,128.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	69,128.
6 Credits/Payments			
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a	85,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	85,600.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,472.	
11 Enter the amount of line 10 to be Credited to 2008 estimated tax <input type="checkbox"/> 16,472. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

<p><b>11a</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)</p> <p><b>b</b> If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?</p> <p><b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract?</p> <p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶ Not Applicable</b></p> <p><b>14</b> The books are in care of <b>▶ The Foundation</b> Telephone no <b>▶ (303) 863-3000</b> Located at <b>▶ 1560 Broadway Suite 2200 Denver Colorado, Denver,</b> ZIP+4 <b>▶ 80202</b></p> <p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>▶ 15</b> <b>N/A</b></p>	<table border="1"> <tr> <td>11a</td> <td></td> <td>X</td> </tr> <tr> <td>11b</td> <td></td> <td></td> </tr> <tr> <td>12</td> <td></td> <td>X</td> </tr> <tr> <td>13</td> <td>X</td> <td></td> </tr> </table>	11a		X	11b			12		X	13	X	
11a		X											
11b													
12		X											
13	X												

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
<p><b>1a</b> During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <b>▶</b> <input type="checkbox"/></p> <p><b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007? <b>1c</b> <b>X</b></p> <p><b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))</p> <p><b>a</b> At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____</p> <p><b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) <b>N/A</b> <b>2b</b></p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> _____</p> <p><b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007.) <b>N/A</b> <b>3b</b></p> <p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b> <b>X</b></p> <p><b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007? <b>4b</b> <b>X</b></p>			

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d). ☐ N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If you answered "Yes" to 6b, also file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

**Total number of other employees paid over \$50,000** 0

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

**Total number of others receiving over \$50,000 for professional services**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
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Form **990-PF** (2007)

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	37,861,026.
b	Average of monthly cash balances	1b	500,090.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	38,361,116.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	38,361,116.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	575,417.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,785,699.
6	Minimum investment return. Enter 5% of line 5	6	1,889,285.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,889,285.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	69,128.
b	Income tax for 2007 (This does not include the tax from Part VI)	2b	2,232.
c	Add lines 2a and 2b	2c	71,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,817,925.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,817,925.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,817,925.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,048,559.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,048,559.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,048,559.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2007)



The Frederic C. Hamilton Family  
Foundation

Form 990-PF (2007)

54-2099318 Page 9

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				1,817,925.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2007				
a From 2002	2,823,671.			
b From 2003				
c From 2004	531,643.			
d From 2005	2,497,430.			
e From 2006	179,975.			
f Total of lines 3a through e	6,032,719.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$	2,048,559.			
a Applied to 2006, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2007 distributable amount				1,817,925.
e Remaining amount distributed out of corpus	230,634.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	6,263,353.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	2,823,671.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	3,439,682.			
10 Analysis of line 9				
a Excess from 2003				
b Excess from 2004	531,643.			
c Excess from 2005	2,497,430.			
d Excess from 2006	179,975.			
e Excess from 2007	230,634.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b 85% of line 2a**

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e Qualifying distributions made directly for active conduct of exempt activities**

**Subtract line 2d from line 2c**

**3** Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter  
(1) Value of all assets

**(2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

**b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

**(4) Gross investment income**

[illegible]

**Part XV** **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

### 1 Information Regarding Foundation Managers:

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

See Statement 10

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

**b The form in which applications should be submitted and information and materials they should include:**

**c Any submission deadlines**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** **Supplementary Information** (continued)

3. Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>  See Schedule 1 Attached				2048559.
<b>Total</b>				<b>2048559.</b>
<b>b Approved for future payment</b>  None				
<b>Total</b>				<b>0.</b>

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
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**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BHP Billiton Ltd.		D	12/31/81	01/18/07
b From Partnerships				
c From Partnerships				
d From Partnerships		P		
e From Partnerships		P		
f Other		P	Various	12/18/07
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,960,295.		309.	1,959,986.
b 350,937.			350,937.
c 460,770.			460,770.
d 10,122.		10,122.	0.
e 23,937.		23,937.	0.
f 91.			91.
g			
h			
i			
j			
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Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,959,986.
b			350,937.
c			460,770.
d			0.
e			0.
f			91.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,771,784.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>	<b><u>Recipient Street Address</u></b>	<b><u>City/State/Zip</u></b>	<b><u>Amount</u></b>
564 Park Avenue Preservation Foundation	564 Park Avenue	New York, NY 10065	1,000
Alliance for Choice in Education	1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	2,000
Atlantic Salmon Federation (U.S.)	PO Box 807	Calais, ME 04619-0807	4,500
Atlantic Salmon Federation (U.S.) Moise River	PO Box 807	Calais, ME 04619-0807	10,000
Auburn University Foundation, Albany Quail Mgmt.	317 South College Street	Auburn University, AL 36849-5153	3,000
Babson College	PO Box 57310	Babson Park, MA 02457-0310	2,500
Boy Scouts of San Francisco, Citizen Award Dinner	SFBAC, Boy Scouts of America, 1001 Davis Street	San Leandro, CA 94577-1514	5,000
Boys & Girls Clubs	2017 West 9th Avenue	Denver, CO 80204	8,000
Brunswick School, Grade 6	100 Maher Avenue	Greenwich, CT 06830	2,500
Caesar Kleberg Wildlife Research Institute, General Fund	c/o Texas A&M University Kingsville 700 University Blvd., MSC 218	Kingsville, TX 78363	2,000
Cameron & Hayden Lord Foundation	110 Riverside Drive, 12C	New York, NY 10024	1,500
Childrens Hospital Foundation, Gala 2007	13123 E. 16th Avenue, Box 045	Aurora, CO 80045	23,500

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Childrens Hospital Foundation, Imagine the Miracles Campaign 1245 East Colfax, Suite 400	Denver, CO 80218	1,000,000
Colorado Humanities, Heart of the Queen Gala 1490 Lafayette Street, Suite 101	Denver, CO 80218	500
Colorado Rocky Mountain School, Gene Herbert Endow 1493 County Road 106	Carbondale, CO 81623	5,000
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	2,500
Conservation Fund 1942 Broadway Street, Suite 323	Boulder, CO 80302	1,000
Convent of the Sacred Heart, Annual Fund 1177 King Street	Greenwich, CT 06831	2,500
Cure Alzheimer's Fund 34 Washington Street, Suite 300	Wellesley Hills, MA 02481	1,000
Denver Area Council Boy Scouts of America, Golden Eagle 2901 West 19th Avenue	Denver, CO 80204	20,000
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	504,844
Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway	Denver, CO 80204	24,000
Denver Art Museum, DAM Uncorked 2007 100 West 14th Avenue Parkway	Denver, CO 80204	16,700
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	2,500
Denver Police Foundation 1700 Lincoln Street, Suite 4100	Denver, CO 80203	50,000



**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>	<b><u>Recipient Street Address</u></b>	<b><u>City/State/Zip</u></b>	<b><u>Amount</u></b>
Doe Fund	232 East 84th Street	New York, NY 10028	500
Ducks Unlimited, Inc.	One Waterfowl Way	Memphis, TN 38120-2351	3,100
Dumb Friends League	2080 So. Quebec Street	Denver, CO 80231-3298	1,000
Falmouth Heritage Renewal	Lee Hall - PO Box 494	The Plains, VA 20198	250
Fisher House Foundation	1401 Rockville Pike, Suite 600	Rockville, MD 20852	1,000
Fisher House Foundation, Scholarships for Military Children	1401 Rockville Pike, Suite 600	Rockville, MD 20852	1,000
Fishers Island Community Center	Box 464	Fishers Island, NY 06390	1,500
Fishers Island Conservancy	PO Box 553	Fishers Island, NY 06390	750
Fishers Island Fire Department	PO Box 123	Fishers Island, NY 06390	750
Fishers Island People's Project	PO Box 523	Fishers Island, NY 06390	250
FOCUS	PO Box 5106	Charlottesville, VA 22905	750
Foxcroft School	PO Box 5555	Middleburg, VA 20118-5555	10,000
George Washington's Fredericksburg Foundation	1201 Washington Avenue	Fredericksburg, VA 22401	5,000
George Washington's Mount Vernon	PO Box 110	Mount Vernon, VA 22121	1,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Graland Country Day School, Annual Giving 30 Birch Street	Denver, CO 80220	13,000
Greenwich Academy, Group 8 200 North Maple Avenue	Greenwich, CT 06830-4799	1,000
Greenwich Hospital, Tom & Olive Watson Pavilion 89 Lake Avenue	Greenwich, CT 06830	5,000
Greenwich Police Silver Shield Assn. PO Box 1123,	Greenwich, CT 06836	500
Henry L. Ferguson Museum PO Box 554	Fishers Island, NY 06390	750
Heritage Foundation 214 Massachusetts Avenue NE PO Box 97057	Washington, DC 20077-7315	100
Hewitt School, Annual Fund 45 East 75th Street	New York, NY 10021	20,000
Hobe Sound Community Chest PO Box 511	Hobe Sound, FL 33475	500
Horizons 3800 So. Pierce Street	Denver, CO 80235	500
Independence Institute 13952 Denver West Parkway Suite 400	Golden, CO 80401-3141	500
Intrepid Museum Fallen Heroes Fund Intrepid Museum Foundation West 46th Street and 12th Avenue	New York, NY 10036	1,000
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	1,000
Johnson & Wales University, Men's Baseball Team 7150 Montview Blvd.	Denver, CO 80220	1,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>	<b><u>Recipient Street Address</u></b>	<b><u>City/State/Zip</u></b>	<b><u>Amount</u></b>
Jupiter Island Medical Clinic PO Box 375		Hobe Sound, FL 33475	1,000
Jupiter Medical Center Foundation 1210 South Old Dixie Highway		Jupiter, FL 33458-9972	1,000
Kent Denver School 4000 East Quincy Avenue		Englewood, CO 80110-9908	1,000
Kieve-Wavus Education Inc., Annual Fund PO Box 169		Nobleboro, ME 04555	250
Lawrence & Memorial Hospital, Development Fund 365 Montauk Avenue		New London, CT 06320-9951	250
Lawrenceville School, Lawrenceville Fund PO Box 6125		Lawrenceville, NJ 08648	1,000
Lewa Wildlife Conservancy PO Box 7943,		Woodbridge, VA 22195	2,500
Marine Corps Scholarship Foundation PO Box 3008		Princeton, NJ 08543	1,000
Memorial Sloan-Kettering, Special Projects Committee 1275 York Avenue		New York, NY 10021	500
Millbrook School, Annual Fund School Road		Millbrook, NY 12545	3,000
Millbrook School, FCH Chair in English School Road		Millbrook, NY 12545	100,000
Mizel Museum 400 South Kearney Street		Denver, CO 80224	5,000
Museum of Contemporary Art, Inaugural Gala 1840 15th Street, Unit D		Denver, CO 80202	10,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>	<b><u>Recipient Street Address</u></b>	<b><u>City/State/Zip</u></b>	<b><u>Amount</u></b>
National Audubon Society - Birdathon	700 Broadway, 6th Floor	New York, NY 10003	390
National Gallery of Art, Collectors Committee	2000B South Club Dr.	Landover, MD 20785	15,000
National Gallery of Art, The Circle	2000B South Club Dr.	Landover, MD 20785	10,000
Operation Comfort, Adopt Soldier's Family	PO Box 4010	Lago Vista, TX 78645	2,500
Park People, Gates Tennis Center Renovation	715 South Franklin Street	Denver, CO 80209	10,000
Park People, Eugene Field House, Washington Park	715 So. Franklin Street	Denver, CO 80209	2,000
Red Hills Horse Trials	4000 North Meridian Road	Tallahassee, FL 32312	500
Salisbury School	251 Canaan Road	Salisbury, CT 06068	5,000
Salisbury School, Parents of Alumni Annual Giving	251 Canaan Road	Salisbury, CT 06068	2,000
San Francisco Museum of Modern Art, Honor of Charles R. Schwab	151 Third Street	San Francisco, CA 94103	25,000
SEAL-Naval Special Warfare Foundation	PO Box 5965	Virginia Beach, VA 23471	1,000
Seeds of Hope	1300 South Steele Street	Denver, CO 80210-2599	6,000
Sewall Child Development Ctr, Beacon Dinner	1360 Vine Street	Denver, CO 80206-2012	2,500

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Smithsonian Institution PO Box 37012, MRC 035,	Washington, DC 20013-7012	10,000
Special Olympics Colorado 410 17th Street, Suite 200	Denver, CO 80202	1,000
St. George's School PO Box 1910	Newport, RI 02840	1,000
St. John's Church, Campaign for Fishers Island PO Box 505	Fishers Island, NY 06390	500
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	1,000
St. Mary's Hall PO Box 33430,	San Antonio, TX 78265-9974	1,000
St. Paul's School 325 Pleasant Street	Concord, NH 03301-9966	1,000
St. Paul's School, Form of 80 325 Pleasant Street	Concord, NH 03301-2591	4,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	500
Student/Sponsor Partnership 21 East 40th Street, Suite 1601	New York, NY 10016	2,000
Tall Timbers 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	2,350
Tall Timbers Research Station, Red Hills Issues 13093 Henry Beadel Drive	Tallahassee, FL 32312	2,000
Tall Timbers, Quail Research Initiative 13093 Henry Beadel Drive,	Tallahassee, FL 32312-0918	4,500
Texas A&M Foundation, Harold Haynes Dean's Chair Engineering 1234 TAMU	College Station, TX 77843-1234	10,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2007**

<b>Recipient Name &amp; Purpose of Contribution, if Specified</b>		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
The Peregrin Fund, General Fund World Center for Birds of Prey 5668 West Flying Hawk Lane	Boise, ID	1,000
University of Denver Dept. 585	Denver, CO 80291	3,000
University of Denver, Chancellors Society 2199 South University Blvd. – MRB	Denver, CO 80208	2,500
University of Denver, Founders Day Gala 2007 2190 So. High Street	Denver, CO 80208	9,250
University of Denver-GSIS, 2007 Korbel Dinner 2201 South Gaylord Street	Denver, CO 80208	4,325
US Sportmen's Alliance Foundation 801 Kingsmill Parkway	Columbus, OH 43229-1137	10,000
Utah Wetlands Foundation 136 South Main Street, #418	Salt Lake City, UT 84101	1,000
Volunteers for Outdoor Colorado 600 So. Marion Parkway	Denver, CO 80209	250
Yale Trap and Skeet Club Yale Athletic Dept. PO Box 208216	New Haven, CT 06520	250
<b>Total</b>		<b><u>\$2,048,559.00</u></b>

Form 990-PF                      Gain or (Loss) from Sale of Assets                      Statement    1

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
BHP Billiton Ltd.					
	1,960,295.	1,967,000.	0.	0.	<6,705.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From Partnerships					
	350,937.	0.	0.	0.	350,937.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From Partnerships					
	460,770.	0.	0.	0.	460,770.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
From Partnerships				Purchased		
	10,122.	0.	0.		0.	10,122.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
From Partnerships				Purchased		
	23,937.	0.	0.		0.	23,937.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Other				Purchased	Various	12/18/07
	91.	0.	0.		0.	91.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	839,152.

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement	2
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Source	Amount
From Partnerships	22,621.
Other	306,151.
Total to Form 990-PF, Part I, line 3, Column A	328,772.



Form 990-PF	Dividends and Interest from Securities	Statement	3
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	44,526.	0.	44,526.
Other	192,725.	0.	192,725.
Total to Fm 990-PF, Part I, ln 4	237,251.	0.	237,251.

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships	207,588.	207,588.	
Total to Form 990-PF, Part I, line 11	207,588.	207,588.	

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Trust Investment Management	714.	714.		0.
Other Management Fees	81,590.	81,590.		0.
To Form 990-PF, Pg 1, ln 16c	82,304.	82,304.		0.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	82,605.	0.		0.
Foreign Tax Paid	2,700.	2,700.		0.
U.S. UBTI Tax	<900.>	0.		0.
To Form 990-PF, Pg 1, ln 18	84,405.	2,700.		0.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
Lone Pinon Ltd.	121,500.	470,044.
OZ Overseas Fund Ltd.	850,000.	1,314,605.
Swiftcurrent Offshore Ltd.	750,000.	1,540,540.
Tiger Global Ltd.	1,120,890.	4,562,538.
Tiger Asia Overseas Fund	800,000.	2,921,256.
Shepherd Investments Intl.	500,000.	814,278.
Indus Asia Pacific	550,000.	1,217,465.
Indus Japan Fund	550,000.	808,391.
G-Star 2004-4	1,000,000.	662,500.
Moore Global Investment	641,707.	1,114,645.
Ospraie Fund	600,000.	858,624.
Sowood Alpha Fund	409,186.	81,146.
WRA Investments Offshore	197,011.	374,940.
Delta Fund Europe	200,000.	486,921.
Delta Offshore	700,000.	810,056.
Maple Leaf	250,000.	365,936.
Raptor Global	500,000.	582,117.
Viking Global	500,000.	834,440.
CamCap Energy	1,000,000.	1,309,565.
CamCap Resources	1,000,000.	1,361,619.
Convexity Cap	2,000,739.	2,454,455.
BHP Billiton	0.	0.
Fox Point Offshore	500,000.	530,461.
Highfields Capital	500,000.	500,000.
Longbow Capital International Fund	1,000,000.	1,034,583.
Miura Global Fund	1,500,000.	1,908,659.
OZ Europe Overseas Fund II	1,000,000.	1,070,056.
Total to Form 990-PF, Part II, line 10b	18,741,033.	29,989,840.

Form 990-PF

Other Investments

Statement 8

Description	Valuation Method	Book Value	Fair Market Value
Pinetree FF LP	FMV	1,456,009.	1,457,062.
Pinetree IV LP	FMV	102,038.	102,036.
Lone Sierra	FMV	1,659,210.	2,101,743.
Palo Alto Healthcare	FMV	952,348.	1,263,167.
Palo Alto Global Energy	FMV	22,574.	39,812.
Clayton Dubilier and Rice	FMV	167,238.	200,933.
Palo Alto Fund II	FMV	934,507.	1,119,446.
Denham Commodity Partners Fund IV	FMV	259,544.	323,701.
Highclere Small Cap	FMV	1,018,819.	935,625.

The Frederic C. Hamilton Family Foundati			54-2099318
Newport Asia Institutional Fund	FMV	1,058,776.	1,369,144.
Total to Form 990-PF, Part II, line 13		7,631,063.	8,912,669.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	9
-------------	---	-----------	---

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Grantor & Trustee 0.00	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	10
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Name of Manager

Frederic C. Hamilton

Jane M. Hamilton

## Underpayment of Estimated Tax by Corporations

▶ See separate instructions.  
▶ Attach to the corporation's tax return.

Form 990-PF

2007

Name **The Frederic C. Hamilton Family  
Foundation**Employer identification number  
**54-2099318**

**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

**Part I Required Annual Payment**

1	Total tax (see instructions)	1	69,128.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for Federal tax paid on fuels (see instructions)		
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	69,128.
4	Enter the tax shown on the corporation's 2006 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.</b>	4	85,405.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3.	5	69,128.

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method
- 7 ☐ The corporation is using the annualized income installment method
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)
9	05/15/07	06/15/07	09/15/07	12/15/07
10	17,282.	17,282.	17,282.	17,282.
11	21,400.	21,400.	21,400.	21,400.
12		4,118.	8,236.	12,354.
13		25,518.	29,636.	33,754.
14				
15	21,400.	25,518.	29,636.	33,754.
16		0.	0.	
17				
18	4,118.	8,236.	12,354.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

**Part IV** Figuring the Penalty

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19				
<b>21</b> Number of days on line 20 after 4/15/2007 and before 1/1/2008				
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{365}$	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 12/31/2007 and before 4/1/2008				
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{366}$	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 3/31/2008 and before 7/1/2008				
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{366}$	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 6/30/2008 and before 10/1/2008				
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{366}$	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 9/30/2008 and before 1/1/2009				
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 12/31/2008 and before 2/16/2009				
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	\$	\$	\$	\$
<b>33</b> Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
<b>34</b> <b>Penalty.</b> Add columns (a) through (d) of line 33. Enter the total here and on Form 1120, line 33, or the comparable line for other income tax returns				\$ 0.

\* For underpayments paid after March 31, 2008: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

Form 8865

Return of U.S. Persons With Respect to  
Certain Foreign Partnerships

OMB No 1545-1668

2007

Department of the Treasury  
Internal Revenue ServiceInformation furnished for the foreign partnership's tax year  
beginning 01/01/2007, and ending 12/31/2007Attachment  
Sequence No. 118

Name of person filing this return

THE FREDERIC C. HAMILTON FAMILY FOUNDATION

Filer's identifying number

54-2099318

Filer's address (if you are not filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es))

1 ☐ 2 ☐ 3 ☒ 4 ☐

B Filer's tax year beginning 01/01/2007, and ending 12/31/2007

C Filer's share of liabilities Nonrecourse \$ Qualified nonrecourse financing \$ Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent

Name EIN

Address

## E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership CLAYTON, DUBILIER & RICE FUND VII, L.P.  
1403 FOULK ROAD, SUITE 106  
WILMINGTON DELAWARE  
UC 19803

2 EIN (if any)

98-0443676

3 Country under whose laws organized  
CJ

4 Date of organization 01/01/2005	5 Principal place of business CJ	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency USD DOLLAR	8b Exchange rate (see instr) 1.000000000000
--------------------------------------	-------------------------------------	---	--	--------------------------------------	--

## G Provide the following information for the foreign partnership's tax year

1 Name, address, and identifying number of agent (if any) in the United States

N/A

2 Check if the foreign partnership must file.

☐ Form 1042 ☐ Form 8804 ☒ Form 1065 or 1065-BService Center where Form 1065 or 1065-B is filed:  
OGDEN

3 Name and address of foreign partnership's agent in country of organization, if any

MAPLES & CADLER  
UGLAND HOUSE, 113 SOUTH CHURCH ST.  
GEORGETOWN, GRAND CAYMAN CAYMAN ISLANDS  
VI

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 Were any special allocations made by the foreign partnership? ☐ Yes ☒ No

6 Enter the number of Forms 8858, Information Return of U S Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions)

7 How is this partnership classified under the law of the country in which it is organized? EXEMPTED LIMITED PARTNERSHIP

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? ☐ Yes ☐ No

9 Does this partnership meet both of the following requirements?

- The partnership's total receipts for the tax year were less than \$250,000 and
  - The value of the partnership's total assets at the end of the tax year was less than \$600,000
- If "Yes," do not complete Schedules L, M-1, and M-2

☐ Yes ☐ NoSign Here  
Only If You  
Are Filing  
This Form  
Separately  
and Not With  
Your Tax  
Return

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge

Signature of general partner or limited liability company member

Date

Paid Preparer  
Sign and  
Complete  
Only If Form  
is Filed  
Separately.Preparer's  
signature

Date

Check if  
self-  
employed ☐

Preparer's SSN or PTIN

Firm's name (or  
yours if self-employed),  
address, and ZIP code

EIN

Phone no

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 8865 (2007)

**Schedule A****Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box b, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.a ☐ Owns a direct interestb ☐ Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

**Schedule A-1** Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner?

Yes

No

**Schedule A-2****Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
SEE STATEMENT 1				

**Schedule B****Income Statement - Trade or Business Income**

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1 a		1 c	
	b Less returns and allowances	1 b			
	2 Cost of goods sold			2	
	3 Gross profit. Subtract line 2 from line 1c			3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6	
7 Other income (loss) (attach statement)			7		
8 Total income (loss). Combine lines 3 through 7			8		
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	
	12 Bad debts			12	
	13 Rent			13	
	14 Taxes and licenses			14	
	15 Interest			15	
	16 a Depreciation (if required, attach Form 4562)	16 a			
	b Less depreciation reported elsewhere on return	16 b		16 c	
	17 Depletion (Do not deduct oil and gas depletion)			17	
	18 Retirement plans, etc.			18	
	19 Employee benefit programs			19	
	20 Other deductions (attach statement)			20	
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21	
22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22		

**Schedule D Capital Gains and Losses****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (e.g., 100 shares of "Z" Co)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Short-term capital gain from installment sales from Form 6252, line 26 or 37 . . . . .				2	
3 Short-term capital gain (loss) from like-kind exchanges from Form 8824 . . . . .				3	
4 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts . . . . .				4	
5 Net short-term capital gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11 . . . . .				5	

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (e.g., 100 shares of "Z" Co)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6					
7 Long-term capital gain from installment sales from Form 6252, line 26 or 37 . . . . .				7	
8 Long-term capital gain (loss) from like-kind exchanges from Form 8824 . . . . .				8	
9 Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts . . . . .				9	
10 Capital gain distributions . . . . .				10	
11 Net long-term capital gain or (loss). Combine lines 6 through 10 in column (f). Enter here and on Form 8865, Schedule K, line 9a or 11 . . . . .				11	

Form 8865 (2007)



Form 8865 (2007)

Page 4

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 2, line 22)	1
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3 a Other gross rental income (loss)	3a
	b Expenses from other rental activities (attach statement)	3b
	c Other net rental income (loss) Subtract line 3b from line 3a	3c
	4 Guaranteed payments	4
	5 Interest income	5
	6 Dividends. a Ordinary dividends	6a
	b Qualified dividends	6b
	7 Royalties	7
	8 Net short-term capital gain (loss)	8
Deductions	9 a Net long-term capital gain (loss)	9a
	b Collectibles (28%) gain (loss)	9b
	c Unrecaptured section 1250 gain (attach statement)	9c
	10 Net section 1231 gain (loss) (attach Form 4797)	10
	11 Other income (loss) (see instructions) Type ▶	11
	12 Section 179 deduction (attach Form 4562)	12
	13 a Contributions	13a
	b Investment interest expense	13b
	c Section 59(e)(2) expenditures (1) Type ▶ (2) Amount ▶	13c(2)
	d Other deductions (see instructions) Type ▶	13d
	Self-Employment	14 a Net earnings (loss) from self-employment
b Gross farming or fishing income		14b
c Gross nonfarm income		14c
Credits		15 a Low-income housing credit (section 42(j)(5))
	b Low-income housing credit (other)	15b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
	d Other rental real estate credits (see instructions) Type ▶	15d
	e Other rental credits (see instructions) Type ▶	15e
	f Other credits (see instructions) Type ▶	15f
Foreign Transactions	16 a Name of country or U.S. possession ▶	
	b Gross income from all sources	16b
	c Gross income sourced at partner level	16c
	Foreign gross income sourced at partnership level	
	d Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f
	Deductions allocated and apportioned at partner level	
	g Interest expense ▶ h Other ▶	16h
	Deductions allocated and apportioned at partnership level to foreign source income	
	i Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k
	l Total foreign taxes (check one). ▶ <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	16l
	m Reduction in taxes available for credit (attach statement)	16m
n Other foreign tax information (attach statement)		
Alternative Minimum Tax (AMT) Items	17 a Post-1986 depreciation adjustment	17a
	b Adjusted gain or loss	17b
	c Depletion (other than oil and gas)	17c
	d Oil, gas, and geothermal properties - gross income	17d
	e Oil, gas, and geothermal properties - deductions	17e
	f Other AMT items (attach statement)	17f
Other Information	18 a Tax-exempt interest income	18a
	b Other tax-exempt income	18b
	c Nondeductible expenses	18c
	19 a Distributions of cash and marketable securities	19a
	b Distributions of other property	19b
	20 a Investment income	20a
b Investment expenses	20b	
c Other items and amounts (attach statement)		

**Schedule L** Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes")

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
<b>Liabilities and Capital</b>				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form 8865 (2007)

**Schedule M** Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total US assets .....		
2 Total foreign assets .....		
a Passive category .....		
b General category .....		
c Other (attach statement) .....		

**Schedule M-1** Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes")

1 Net income (loss) per books ..		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize)	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize) .....		a Tax-exempt interest \$ .....	
3 Guaranteed payments (other than health insurance) .....		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize) .....	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize)		a Depreciation \$ .....	
a Depreciation \$ .....			
b Travel and entertainment \$ .....		8 Add lines 6 and 7 .....	
5 Add lines 1 through 4. ....		9 Income (loss) Subtract line 8 from line 5 .....	

**Schedule M-2** Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes")

1 Balance at beginning of year ..		6 Distributions:   a Cash .....	
2 Capital contributed:		b Property .....	
a Cash .....		7 Other decreases (itemize): .....	
b Property .....			
3 Net income (loss) per books ..			
4 Other increases (itemize) .....		8 Add lines 6 and 7 .....	
5 Add lines 1 through 4 .....		9 Balance at end of year Subtract line 8 from line 5 .....	

Form 8865 (2007)

**Schedule N** Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

**Important:** Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1 Sales of inventory . . . . .				
2 Sales of property rights (patents, trademarks, etc.) . . . . .				
3 Compensation received for technical, managerial, engineering, construction, or like services . . . . .				
4 Commissions received . . . . .				
5 Rents, royalties, and license fees received . . . . .				
6 Distributions received . . . . .				
7 Interest received . . . . .				
8 Other . . . . .				
9 Add lines 1 through 8 . . . . .				
10 Purchases of inventory . . . . .				
11 Purchases of tangible property other than inventory . . . . .				
12 Purchases of property rights (patents, trademarks, etc.) . . . . .				
13 Compensation paid for technical, managerial, engineering, construction, or like services . . . . .				
14 Commissions paid . . . . .				
15 Rents, royalties, and license fees paid . . . . .				
16 Distributions paid . . . . .				
17 Interest paid . . . . .				
18 Other . . . . .				
19 Add lines 10 through 18 . . . . .				
20 Amounts borrowed (enter the maximum loan balance during the year) - see instructions . . . . .				
21 Amounts loaned (enter the maximum loan balance during the year) - see instructions . . . . .				

Form 8865 (2007)

**SCHEDULE O**  
**(Form 8865)**Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership**  
**(under section 6038B)**

▶ Attach to Form 8865 See Instructions for Form 8865

OMB No 1545-1668

**2007**

Name of transferor

Filer's identifying number

Name of foreign partnership

CLAYTON, DUBILIER & RICE FUND VII, L.P.**Part I****Transfers Reportable Under Section 6038B**

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash							
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

**Supplemental Information Required To Be Reported** (see instructions)**Part II****Dispositions Reportable Under Section 6038B**

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III**

Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?

☐

Yes

☒

No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2007

CLAYTON, DUBILIER & RICE FUND VII, L.P.  
CLAYTON, DUBILIER & RICE FUND VII, L.P.

98-0443676

FORM 8865, PAGE 2 DETAIL

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SCHEDULE A-2 - AFFILIATION SCHEDULE

=====

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHIP
CDR CCMG CO-INVESTOR, L.P. C/O CLAYTON, DUBILIER & RICE, INC	375 PARK AVENUE 18TH FLOOR NEW YORK NY 10152	98-0474696		X
CDR SVM CO-INVESTOR NO. 2 L.P. C/O CLAYTON, DUBILIER & RICE, INC.	375 PARK AVENUE 18TH FLOOR NEW YORK NY 10152	98-0547737		X
CDR USF CO-INVESTOR L.P. C/O CLAYTON, DUBILIER & RICE, INC.	375 PARK AVENUE 18TH FLOOR NEW YORK NY 10152	98-0539665		X
CDR SVM CO-INVESTOR L.P. C/O CLAYTON, DUBILIER & RICE, INC.	375 PARK AVENUE 18TH FLOOR NEW YORK NY 10152	75-3243684		X
RAY INVESTMENT S.A.R.L.	10, AVENUE DE LA LIBERTE  LUXEMBOURG  LU L-1930	98-0532852		X